

RECORDATION NO. 27028-15 FILED

APR 07 '11 -3 20 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

April 7, 2011

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Release of Security Interest, dated April 4, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Interest and Collateral Assignment Of Lease previously filed with the Board under Recordation Number 27028-A.

The name and address of the party to the enclosed document are:

Secured Party: DVB Bank SE
609 Fifth Avenue
New York, New York- 10017

Borrower: Compass Rail VIII Corporation (as successor
to The CIT Group/Equipment Financing, Inc.)
750 Battery Street, Suite 430
San Francisco, California 94111

Section Chief
April 7, 2011
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A description of the railroad equipment covered by the enclosed document is:

3 covered hopper railcars TERMINATED: BCOL 829104, BCOL 829110 and BCOL 829117.

A short summary of the document to appear in the index is:

Partial Release of Security Interest.

Also enclosed is a check in the amount of \$41 00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Ed M Luria".

Edward M. Luria

RWA/EML/sem
Enclosures

RECORDATION NO.

27028-D

FILED

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PARTIAL RELEASE OF SECURITY INTEREST

SURFACE TRANSPORTATION BOARD

The undersigned DVB BANK SE, AS AGENT (the "Secured Party"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, does hereby terminate, release and discharge the security interest held by it which encumbers the railcars specified on Schedule 1 attached hereto (the "Railcars").

Such security interest was granted pursuant to that certain Loan and Security Agreement dated as of June 22, 2007, by and between COMPASS RAIL VIII CORPORATION, as Borrower, and Secured Party (the "Security Agreement"). Pursuant to the Security Agreement, Memoranda have been filed with the Surface Transportation Board with respect to the Railcars as follows:

Recordation Number	Dated Filed	Time Filed
27028-A	June 22, 2007	2:40 p.m.
27004-J	June 22, 2007	2:40 p.m.

IN WITNESS WHEREOF, Secured Party has caused this Partial Release of Security Interest to be executed by its duly authorized officers this 7 day of April, 2011.

DVB BANK SE, AS AGENT

By Martin MetzTitle Managing DirectorBy M. NeerlandTitle JVP

I hereby certify under the pains and penalty of perjury that I hold the title and office at DVB Bank SE specified above under my name, that this Memorandum of Termination of Lease was signed on behalf of DVB Bank SE by authority of its Board of Directors and that the execution of this instrument is the free act and deed of DVB Bank SE. I declare under the penalty of perjury under the laws of the United States that the foregoing is true and correct.

Signature Martin MetzName Martin MetzDated April 4, 2011

I hereby certify under the pains and penalty of perjury that I hold the title and office at DVB Bank SE specified above under my name, that this Memorandum of Termination of Lease was signed on behalf of DVB Bank SE by authority of its Board of Directors and that the execution of this instrument is the free act and deed of DVB Bank SE. I declare under the penalty of perjury under the laws of the United States that the foregoing is true and correct.

Signature M. NeerlandName Martius NeerlandDated April 4, 2011

Schedule 1 to Partial Termination of Security Interest

The Railcars:

Forty-two (42) 100-ton covered hopper cars

	<u>Old Mark</u>		<u>New Mark*</u>	
1	PLMX	1351	CMPX	252097
2	PLMX	1355	CMPX	252100
3	PLMX	1358	CMPX	252101
4	PLMX	10190	CMPX	252104
5	PLMX	10227	CMPX	252105
6	PLMX	10241	CMPX	252106
7	PLMX	10551	CMPX	252107
8	PLMX	10558	CMPX	252110
9	PLMX	10564	CMPX	252113
0	PLMX	10566	CMPX	252115
11	PLMX	10567	CMPX	252116
12	PLMX	10573	CMPX	252117
13	PLMX	10574	CMPX	252118
14	PLMX	10581	CMPX	252120
15	PLMX	10584	CMPX	252121
16	PLMX	10585	CMPX	252122
17	PLMX	10587	CMPX	252123
18	PLMX	10591	CMPX	252125
19	PLMX	10593	CMPX	252126
20	PLMX	10595	CMPX	252127
21	PLMX	10598	CMPX	252129
22	PLMX	10601	CMPX	252131
23	PLMX	10602	CMPX	252132
24	PLMX	10608	CMPX	252134
25	PLMX	10609	CMPX	252135
26	PLMX	10610	CMPX	252136
27	PLMX	10612	CMPX	252138
28	PLMX	10665	CMPX	252139
29	PLMX	10740	CMPX	252141
30	PLMX	10903	CMPX	252142
31	PLMX	10904	CMPX	252143
32	PLMX	10905	CMPX	252144
33	PLMX	10906	CMPX	252145
34	PLMX	10907	CMPX	252146
35	PLMX	10908	CMPX	252147
36	PLMX	10972	CMPX	252148
37	PLMX	11082	CMPX	252149
38	PLMX	12261	CMPX	252151
39	PLMX	12401	CMPX	252153
40	BCOL	829104		
41	BCOL	829110		
42	BCOL	829117		

*BOCL cars were not remarked.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 4/7/11



Robert W. Alvord